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SEATTLE, WA 98101-1688

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January 28, 2000

VIA FEDERAL EXPRESS

Mr. Darryl Whitis
Ms. Charla Dillon
Docket Office/Telecommunications
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, Tennessee 37243-0505

00-00068

Re: NEXTLINK Long Distance Services, Inc. ("NEXTLINK")
Docket No. 99000658

Dear Darryl and Charla:

NEXTLINK Long Distance Services, Inc., by its attorneys, presents an original and thirteen (13) copies of the enclosed Application for a Certificate to Provide Facilities -Based Interexchange and Resold Telecommunications Services in Tennessee. On January 27, 2000, NEXTLINK Long Distance through its attorneys enclosed a check in the amount of \$150 for the filing fee. However, we have been informed that the filing fee is \$25.00 (please see attached letter from the Tennessee Regulatory Authority dated December 16, 1999).

NEXTLINK request that you subtract \$25.00 for the filing fee for the application and remit a check payable to NEXTLINK Long Distance Service, Inc. for the remaining overpaid balance of \$100.00.

Pursuant to my conversation with Darryl Whitis, it is understood that NEXTLINK Long Distance does not have to re-submit its exhibits with the application because the Tennessee Regulatory Authority will use the exhibits as originally filed on September 8, 1999 under Docket No. 99-00658. However, NEXTLINK Long Distance would like to supplemental Exhibit C "Brief Biographies of NEXTLINK Long Distance Officers" with the attached updated version.

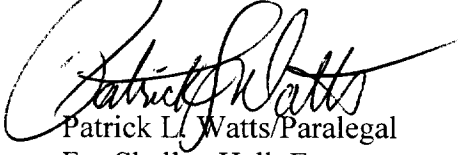


January 28, 2000
Page 2

An extra copy of this letter is enclosed to be date-stamped and returned to us in the self-addressed Federal Express envelope enclosed. If you have any questions regarding this filing, please contact the undersigned.

Very truly yours,

Davis Wright Tremaine LLP



Patrick L. Watts/Paralegal
For Shelley Hall, Esq.

cc: Shelley Hall, Esq.

TENNESSEE REGULATORY AUTHORITY

Melvin Malone, Chairman
Lynn Greer, Director
Sara Kyle, Director



RECEIVED
REGULATORY
460 James Robertson Parkway
Nashville, Tennessee 37243-0505
'00 FEB 1 AM 10 43

December 16, 1999

EXECUTIVE SECRETARY

00-00068

Shelley Hall
Davis Wright Temaine LLP
2600 Century Square
1501 Fourth Avenue
Seattle, WA 98101-1688

Dear Ms. Hall:

We received check #535963 in the amount of \$150.00 for the application-filing fee of NEXTLINK Long Distance Services, Inc. Docket #99-00658. The required filing fee is only \$25.00. Before a refund can be issued a written request for the same is required.

If you have any questions, please contact our fiscal officer, Laura Foreman at (615) 741-2904 ext. 145.

Sincerely,

K. David Waddell
Executive Secretary

/sc

BEFORE THE TENNESSEE REGULATORY AUTHORITY

In the Matter of)
)
Application of NEXTLINK)
Long Distance Services, Inc. for a)
Certificate to Provide Competing)
Interexchange and Resold)
Telecommunications Services)

Docket No.

00-00068

RECEIVED
TENN. REG. AUTH.
FEB 1 AM 10 47
CLERK

APPLICATION OF NEXTLINK LONG DISTANCE SERVICES, INC.
FOR A CERTIFICATE TO PROVIDE COMPETING INTEREXCHANGE SERVICES

NEXTLINK Long Distance Services, Inc. ("Applicant"), a Washington corporation wholly owned by NEXTLINK Communications, Inc. ("NEXTLINK Communications") hereby submits this Application to the Tennessee Regulatory Authority pursuant to Tenn. Code Ann. §§ 65-4-201 and 65-5-212 and Tenn. Comp. R. & Regs. §§ 1220-4-2-.55 and 1220-4-2-.57 for a Certificate of Public Convenience and Necessity to operate as a Telecommunications Services Provider offering both facilities-based and resold interexchange service throughout Tennessee. In support of this Application, the following information is provided:

1. CONTACTS

Questions or inquiries regarding this Application should be directed to Applicant's Counsel:

Shelley Hall
DAVIS WRIGHT TREMAINE LLP
2600 Century Square
1501 4th Avenue
Seattle, Washington 98101-1688
T: (206) 622-3150
F: (206) 628-7699

Copies of any correspondence should also be sent to the following designated representative of the Applicant:

Mr. Doug Kinkoph
NEXTLINK Long Distance Services, Inc.
Two Easton Oval, Suite 300
Columbus, Ohio 43219
T: (614) 629-3200
F: (614) 629-3201

Mr. Kinkoph will also serve as the Tennessee contact person responsible for and knowledgeable about the Applicant's operations.

The toll free number to call for customer care nationwide is 1-800-900-6398. Complaints will be processed through this toll free line.

Applicant's full name and mailing address is:

NEXTLINK Long Distance Services, Inc.
500 108th Ave. N.E.
Suite 2200
Bellevue, Washington 98004

2. ORGANIZATION AND OWNERSHIP OF APPLICANT

NEXTLINK Communications is a telecommunications company founded in 1994 to provide local, long distance and enhanced communications services.¹ NEXTLINK Communications maintains its principal place of business at 1505 Farm Credit Drive, 6th Floor, Mclean, Virginia 22102. NEXTLINK Communications is controlled by Eagle River Investments, L.L.C., which in turn is majority owned and controlled by Craig O. McCaw, a leader and pioneer in the telecommunications industry.

¹ A copy of NEXTLINK Communication's Articles of Incorporation is attached as **Exhibit A**.

Applicant is a corporation organized under the laws of the State of Washington,² and is headquartered at 1505 Farm Credit Drive, 6th Floor, Mclean, Virginia 22102 . Applicant is a wholly owned subsidiary of NEXTLINK Communications.

The Applicant's registered agent in Tennessee is Corporation Service Company, 500 Tallen Building, Two Union Square, Chattanooga, Tennessee 37402-2571.

3. DESCRIPTION OF SERVICES

Applicant intends to operate as a provider of facilities-based and resold long distance services throughout the state of Tennessee. Applicant also intends to provide optional pre-paid calling cards in addition to its regular service. Initially, all operator assisted calls will be contracted to third parties. Applicant has no current plans to build facilities in Tennessee. Applicant will meet all service requirements of the Authority and will file an initial tariff subsequent to approval.

A grant of a Certificate of Public Convenience and Necessity to the Applicant will benefit the citizens of Tennessee and the public interest generally by giving customers a source from which to obtain competitive, reliable, and efficient telecommunications services.

4. MANAGERIAL AND TECHNICAL QUALIFICATIONS

The NEXTLINK Communications companies possess the technical and managerial qualifications required to provide telecommunications services throughout the State of Tennessee. NEXTLINK Communications, through its operating subsidiaries, is certified to

² A copy of NEXTLINK Long Distance's Articles of Incorporation and its Certificate of Authority to transact business in Tennessee are attached as **Exhibit B**.

provide local and long distance telecommunications services in numerous states.³ NEXTLINK Communications already operates 31 facilities-based SONET-based fiber optic networks providing local dialtone and long distance services in 49 markets in 18 states. The NEXTLINK Communications companies are managed by an able team of officers who have many years of combined experience in the telephony field.⁴ This successful operational experience is evidence of NEXTLINK's technical and managerial capability to deliver the services discussed above in a fashion that is satisfactory to consumers.

5. FINANCIAL QUALIFICATIONS

The NEXTLINK Communications companies also possess adequate financial resources to provide the proposed services. The company is well financed and has sufficient assets.⁵ As a wholly owned subsidiary of NEXTLINK Communications, the Applicant will have the financial resources of its parent company available to it.

6. STATES WHERE CERTIFIED/REGULATORY COMPLAINTS

The Applicant is certified to provide telecommunications services in Alaska, Arkansas, California, Colorado, Florida, Illinois, Indiana, Iowa, Kansas, Kentucky, Massachusetts, Michigan, Missouri, Montana Nebraska, New Hampshire, New York, North Dakota, Nevada,

³ These states are Arizona, California, Colorado, Delaware, Florida, Georgia, Illinois, Indiana, Kansas, Maryland, Massachusetts, Michigan, Minnesota, Mississippi, Missouri, Nevada, New Jersey, New York, North Carolina, Ohio, Pennsylvania, Tennessee, Texas, Utah, Virginia, Washington, Washington D.C. and Wisconsin. Local certification has been obtained in Indiana. Long distance certification has been obtained in Alaska, Arkansas, Alabama, Iowa, Kentucky, Montana, Nebraska, New Hampshire, New Mexico, North Dakota, Oregon, Rhode Island, South Dakota, Wyoming, and West Virginia. NEXTLINK Communications has never been denied authority to offer service in any state.

⁴ Brief Biographies of the officers of NEXTLINK Communications are attached as **Exhibit C**. These officers will ultimately be responsible for all Tennessee operations. Officers may be reached through Applicant's headquarters.

⁵ NEXTLINK Communication's Form 10Q for the quarterly period ending September 30, 1998

Oregon Pennsylvania, Rhode Island, South Dakota, Texas, Utah, Virginia, Washington, Washington DC, and Wyoming and has applications pending in several other states. Applicant has not been denied registration or certification in any state. As described above, NEXTLINK Communications, through its other operating subsidiaries, is registered or certified in several states and has not been denied registration or certification in any state.

7. SMALL AND MINORITY-OWNED BUSINESS PLAN

Applicant's initial small and minority-owned business plan is attached as **Exhibit E** in accordance with Tenn. Code Ann. § 65-5-212.

8. STATEMENT OF COMPLIANCE

Applicant agrees to abide by all applicable statutes and all applicable Orders, rules and regulations entered and adopted by the Tennessee Regulatory Authority or the Federal Communications Commission.

9. CONCLUSION

In light of the foregoing, Applicant respectfully submits that the public interest, convenience and necessity would be served by a grant of this Application for a Certificate of Public Convenience and Necessity to operate as a Telecommunications Service Provider offering resold and facilities-based interexchange service throughout the State of Tennessee.

and its 10KSB for the fiscal year ended December 31, 1997 are attached as **Exhibit D**.

DATED this 28th day of January, 2000.

Respectfully submitted,

NEXTLINK COMMUNICATIONS, INC.
NEXTLINK LONG DISTANCE SERVICES, INC.

By: 

Patrick L. Watts/Paralegal

For: Shelley Hall, Esq.

DAVIS WRIGHT TREMAINE LLP

2600 Century Square

1501 4th Avenue


Seattle, Washington 98101-1688

Counsel for NEXTLINK Communications Companies


DISTRICT OF COLUMBIA)
)
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VERIFICATION

R. Gerard Salemmme, being first duly sworn under oath, states that he is Senior Vice President, External Affairs and Industry Relations of NEXTLINK Long Distance Services, Inc., that he has read the foregoing Application and that the matters stated therein are true to the best of his knowledge and belief.


R. Gerard Salemmme

SUBSCRIBED and SWORN
to before me this 28th day
of January, 1999. 2000


Notary Public
maria J. Davis
Washington, DC

My Commission Expires October 31, 2002

Officers

Dennis O'Connell is President and CEO of NEXTLINK Long Distance Services, Inc. and has been President, North American Operations for NEXTLINK Communications, Inc. since September 1999. From April 1998 to September 1999, he was President of NEXTLINK's Northeast Region. Prior to joining NEXTLINK, Mr. O'Connell was President of the Northeast Region for AT&T Wireless (previously McCaw Cellular) from June 1995 to March 1998. Prior to that, from January 1992 to May 1995, Mr. O'Connell was the New York Vice President of Operations for AT&T Wireless.

R. Gerard Salemm is NEXTLINK Long Distance Services, Inc. Senior Vice President and has been Vice President, External Affairs and Industry Relations for NEXTLINK Communications, Inc. since July 1997. Prior to joining NEXTLINK Communications, Mr. Salemm was Vice President - Government Affairs at AT&T Corp. from December 1994. Prior to joining AT&T Corp., Mr. Salemm was Senior Vice President - External Affairs at McCaw Cellular from 1991 to December 1994.

R. Bruce Easter, Jr. is Vice President of NEXTLINK Long Distance Services, Inc. and has been Vice President, General Counsel and Secretary of NEXTLINK Communications, Inc. since January 1995. From 1986 to December 1994, Mr. Easter was an associate and then partner in the law firm of Davis Wright Tremaine in Seattle, Washington, where he focused on communications law and media matters. Prior to joining Davis Wright Tremaine, Mr. Easter was a legal advisor for Home Box Office, Inc. from 1980 through 1986.

Kathleen Iskra is Vice President of NEXTLINK Long Distance Services, Inc. and has been Vice President, Chief Financial Officer and Treasurer of NEXTLINK Communications, Inc. since January 1996. Prior to that, she was President and Chief Executive Officer of Horizon Air, a wholly owned subsidiary of Alaska Air Group. Prior to her appointment at Horizon Air, Ms. Iskra served as staff vice president of finance and controller of Alaska Airlines and Alaska Air Group. Ms. Iskra's service with Alaska began in 1987, when she was appointed Controller. Prior to joining Alaska, she was an audit manager with Arthur Andersen & Co.

Jan Loichle is Vice President of NEXTLINK Long Distance Services, Inc. and has been Vice President, Chief of Local Executive Operations of NEXTLINK Communications, Inc. since October 1996. Prior to that, Ms. Loichle was the President of NEXTLINK Solutions (the virtual communications center) from July 1995. Prior to joining NEXTLINK, Ms. Loichle was Executive Vice President at U.S. Signal in Detroit and Grand Rapids, Michigan from April 1993 to July 1995. At U.S. Signal Ms. Loichle led the development of an enhanced service platform (Magic Number) from conception through production system and implementation. From 1990 to 1993, Ms. Loichle was Vice President of Financial Operations for Lexitel / Allnet / ALC in Birmingham, Michigan from December 1980 to October 1989.

Susan Salazar is Vice President of NEXTLINK Long Distance Services, Inc. and has been Chief People Services Officer at NEXTLINK Communications since October 1998. Prior to joining NEXTLINK, Ms. Salazar was the Senior Vice President, Human Resources for Westin Hotels & Resorts. She also managed all human resources issues related to change of control from an Aoki ownership to a Goldman Sachs/Starwood ownership, and served as Vice President, Human Resources at Carnival Hotels and Casinos in Miami, Florida.

Scott Macleod is Vice President of NEXTLINK Long Distance Services, Inc. and has been the chief corporate development officer at NEXTLINK Communications, Inc. since May 1999 where he is responsible for analyzing and implementing strategic alliances, partnerships and acquisitions, both domestically and internationally. Prior to joining NEXTLINK, Mr. Macleod was a managing director of Merrill Lynch's Global Communications Group, where he played a role in telecom financing and advisory assignments in each of the major markets of the U.S., Europe, Asia and Latin America. Prior to joining Merrill Lynch, Mr. Macleod was an associate at Salomon Brothers from 1989 to 1991 in the organization's Telecommunications Investment Banking Group.

Douglass Carter is Vice President of NEXTLINK Long Distance Services, Inc. and has been Senior Vice President of NEXTLINK Communication, Inc.'s since July 1998 and Chief Technology Officer since May 1999. He is responsible for all of the company's technology operations and technology teams. Prior to joining NEXTLINK, Mr. Carter was the senior vice president of network operations at AT&T Wireless Services (AWS), following the merger of AT&T and McCaw Cellular Communications. Carter was instrumental in the development of AWS's fixed wireless technology and the implementation of the North American Cellular Network.

Dave Goesling is Treasurer of NEXTLINK Long Distance Services, Inc. and NEXTLINK Communications, Inc. From September 1997 to September 1999, he was Assistant Treasurer of NEXTLINK. From July 1996 to September 1997, he was Controller of NEXTLINK. From July 1995 to June 1996, Mr. Goesling was Controller of Midcom Communications, and from June 1991 to July 1995, he was controller of LIN Broadcasting Corporation.

Steve Ednie is Assistant Treasurer and Chief Tax Officer of NEXTLINK Long Distance Services, Inc. and the Director of Taxation and Chief Tax Officer of NEXTLINK Communications, Inc. Mr. Ednie has been with NEXTLINK since June 1997. Prior to joining NEXTLINK, he was the Tax Manager for MIDCOM Communications Inc. Mr. Ednie spent 5 years in the tax department of Coopers & Lybrand LLP where he focused on corporate tax matters.

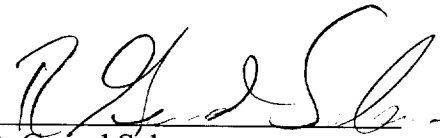
Jay Hull is Assistant Secretary of NEXTLINK Long Distance Services, Inc. and has been Assistant General Counsel and Assistant Secretary of NEXTLINK Communications, Inc. since August 1998. Prior to joining NEXTLINK Mr. Hull was partner in the law firm Davis Wright Tremaine in Portland, Oregon, where his practice focused on finance, corporate mergers and acquisitions and transactions in the telecommunications industry. While at DWT, Mr. Hull served as one of NEXTLINK's primary outside counsel from 1994 till 1998.

Richard A. Montfort, Jr., is Assistant Secretary of NEXTLINK Long Distance Services, Inc. and has been Assistant Secretary of NEXTLINK Communications since July 1998 and Securities Counsel since March 1998. Prior to joining NEXTLINK, Mr. Montfort was associated with the law firm Preston Gates & Ellis LLP in Seattle, Washington, where his practice focused on securities, corporate finance, and mergers and acquisitions.


DISTRICT OF COLUMBIA)
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VERIFICATION

R. Gerard Salemmme, being first duly sworn under oath, states that he is Senior Vice President, External Affairs and Industry Relations of NEXTLINK Long Distance Services, Inc., that he has read the foregoing Application and that the matters stated therein are true to the best of his knowledge and belief.


R. Gerard Salemmme

SUBSCRIBED and SWORN
to before me this 28th day
of January, ~~1999~~ 2000


Notary Public
marla J. Davis
Washington, DC

My Commission Expires October 31, 2002